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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Case Nos. 19-30088 (DM)

(Lead Case) (Jointly Administered)

Chapter 11

**DECLARATION OF THEODORE E.
TSEKERIDES, ESQ. IN SUPPORT OF
DEBTORS' MOVING BRIEF REGARDING
UTILITY FUNDED DEBT CLAIMS'
ENTITLEMENT TO MAKE-WHOLE
PREMIUMS**

Date: January 14, 2019

Time: 10:00 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Opposition Deadline: December 20, 2019

1 I, Theodore E. Tsekerides, Esq., hereby make the following declaration under penalty of
2 perjury, pursuant to 28 U.S.C. § 1746:

3 1. I am a partner at the law firm of Weil, Gotshal & Manges LLP, counsel to PG&E
4 Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**”) in the above-
5 captioned chapter 11 cases. I respectfully submit this declaration in support of *Debtors’ Moving Brief*
6 *Regarding Utility Funded Debt Claims’ Entitlement to Make-Whole Premiums* (the “**Brief**”).¹

7 2. Attached hereto as **Exhibit 1** is a true and correct copy of the 2005 Base Indenture.
8 The 2005 Base Indenture governs the 6.05% Notes that were due March 1, 2034. The 2005 Base
9 Indenture also governs the 6.35% Notes that were due February 15, 2038, the 6.25% Notes due March
10 1, 2039, the 5.40% Notes that were due January 15, 2040, the 3.50% Notes that were due October 1,
11 2020, the 4.25% Notes that were due May 15, 2021, the 3.25% Notes that were due September 15,
12 2021, the 4.50% Notes that were due December 15, 2041, the 4.45% Notes that were due April 15,
13 2042, the 2.45% Notes that were due August 15, 2022, the 3.75% Notes that were due August 15,
14 2042, the 3.25% Notes that were due June 15, 2023, the 4.60% Notes that were due June 15, 2043, the
15 3.85% Notes that were due November 15, 2023, the 5.125% Notes that were due November 15, 2043,
16 the 3.75% Notes that were due February 15, 2024, the 4.75% Notes that were due February 15, 2044,
17 the 3.40% Notes that were due August 15, 2024, the 4.30% Notes that were due March 15, 2045, the
18 3.50% Notes that were due June 15, 2025, the 4.25% Notes that were due March 15, 2046, the 2.95%
19 Notes that were due March 1, 2026, the 4.00% Notes that were due December 1, 2046, and the 3.30%
20 Notes that were due March 15, 2027, together with each series of Notes’ applicable Supplemental
21 Indenture, as identified in Appendix A attached to the Brief.

22 3. Attached hereto as **Exhibit 2** is a true and correct copy of the Sixth Supplemental
23 Indenture to the 2005 Base Indenture, which established and now governs, together with the 2005
24 Base Indenture, the 6.25% Notes that were due March 1, 2039, as referred to in the Brief.

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28 ¹ All capitalized terms not otherwise defined in this Declaration shall have the meaning set forth in
the Brief.

4. Attached hereto as **Exhibit 3** is a true and correct copy of the Tenth Supplemental Indenture to the 2005 Base Indenture, which established and now governs, together with the 2005 Base Indenture, the 3.50% Notes that were due October 1, 2020, as referred to in the Brief.

5. Attached hereto as **Exhibit 4** is a true and correct copy of the Twenty-Third Supplemental Indenture to the 2005 Base Indenture, which established and now governs, together with the 2005 Base Indenture, the 3.40% Notes that were due August 15, 2024, as referred to in the Brief.

6. Attached hereto as **Exhibit 5** is a true and correct copy of the 2017 Base Indenture. The 2017 Base Indenture established and now governs the 3.30% Notes that were due December 1, 2027 and 3.95% Notes that were due December 1, 2047.

7. Attached hereto as **Exhibit 6** is a true and correct copy of the 2018 Base Indenture. The 2018 Indenture, together with the first supplemental indenture dated August 6, 2018, governs the 4.25% Notes that were due August 1, 2023, and the 4.65% Notes that were due August 1, 2028.

Dated: November 27, 2019

WEIL, GOTSHAL & MANGES LLP

KELLER & BENVENUTTI LLP

By: /s/ Theodore E. Tsekerides

Theodore E. Tsekerides

Attorneys for Debtors and Debtors in Possession